

ARTICLES OF INCORPORATION
OF
THE FALLS CHURCH PUBLIC
CABLE TV ACCESS CORPORATION

THE UNDERSIGNED, for the purpose of forming a non-stock corporation pursuant to Chapter 2, Title 13.1 of the Code of Virginia, as amended ("the Code"), certify the following:

ARTICLE I - NAME

The name of the Corporation shall be "The Falls Church Public Cable TV Access Corporation."

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes as follows:

- (1) To provide training in the fundamentals of the use of studio and other television program production and transmission equipment.
- (2) To produce and encourage the production by others of programming for the public access channel(s) on the cable television system serving the City of Falls Church, Virginia.
- (3) To stimulate and promote use of the public access channel(s) and foster broad-based participation in such use.
- (4) To schedule the use of and to make and administer appropriate regulations governing the management, operation and use of the access channel(s).
- (5) To schedule the use of and to make and administer appropriate regulations governing the management, operation, maintenance, and use of the television studio and other facilities and equipment of the Corporation.
- (6) To serve as a vehicle for funding the management of the community access channel(s) and the production of programming therefor.

- (7) To foster cooperation among governmental and other providers of community-based programming on the cable television system.
- (8) To do those acts and deeds reasonably incidental to the foregoing purposes which:
 - are not required to be stated in these Articles of Incorporation;
 - may be lawfully undertaken by non-stock corporations under the laws of Virginia; and
 - are consistent with these Articles.

ARTICLE IV - POWERS

In furtherance of the foregoing purposes, the Corporation may, except as otherwise limited herein or in its By-laws, exercise all corporate powers enumerated in Section 13.1-204.1 of the Code.

ARTICLE V - MEMBERSHIP

A. Qualifications for Voting Membership

Voting membership in the Corporation is open to individuals either residing in the City of Falls Church or serving as the designated representative of a partnership, corporation or other legal entity having a place of business in the City of Falls Church who demonstrate their interest in the affairs of the Corporation by:

- (1) Completing and returning to the Corporation a Membership Enrollment Form; and
- (2) Paying the prescribed membership dues as they are from time-to-time established by the Board of Directors. The initial membership dues shall be One Dollar (\$1.00) per year. Dues shall be maintained at a level reasonably intended to cover the direct costs of: maintaining the membership in the governance of the Corporation; and communicating the Corporation's activities to the membership, including the use of printed materials such as a newsletter or a program guide.

B. Other Memberships

The Board of Directors may establish honorary classes of membership to recognize those who have made special contributions, financial or otherwise, to the work of the Corporation.

C. Procedures for Voting

Voting members shall be entitled to vote in the election of those Directors to be elected by the membership and in all other matters submitted to the membership for approval. Voting for the Board of Directors shall be cumulative and may be made by mail. Cumulative voting means that each member has one vote for each position being filled and may cast any votes all for one candidate or divide the votes however the member chooses except that only whole votes may be cast. The candidates with the highest number of votes shall be the winners. On all other matters submitted to a vote of the membership, each member shall have one vote and shall vote either in person or by proxy. All proxies must be submitted to the Secretary of the Corporation prior to the commencement of any meeting in which a proxy is to be voted. Each proxy must be in writing and shall be valid for no more than ninety (90) days from the date of its execution. No person may vote the proxies of more than two other persons at any meeting.

ARTICLE VI - BOARD OF DIRECTORS

A. General Provisions

The affairs of the Corporation shall be managed by a Board of Directors comprised of five (5) persons. Except as provided in Section C of this Article VI, two (2) Directors shall be elected by the membership; two (2) Directors shall be appointed by the Council of the City of Falls Church; and one (1) Director shall be appointed by the School Board of the City of Falls Church.

All Directors shall have an equal vote in the management of the affairs of the Corporation.

Except as provided in Section C of this Article VI relating to the Initial Board of Directors, all Directors shall serve for terms of three years, or until their successors are qualified.

B. Qualifications

Each member of the Board of Directors shall be a member of the Corporation and shall be an individual residing in the City of Falls Church. Representatives of legal entities shall not be Directors.

C. Initial Board of Directors

The initial Board of Directors shall be comprised of the two (2) Directors appointed by the City Council and the one (1) Director appointed by the Falls Church School Board. The names, addresses and terms of office of these Directors are as follows:

City Council appointees:

Joseph D. Romer
304 N. Virginia Avenue
City of Falls Church, Virginia 22046 1 year

W. Scott Wilber
600 Dorchester Road
City of Falls Church, Virginia 22046 3 years

School Board appointee:

Daniel M. Arons
312 W. Columbia Street
City of Falls Church, Virginia 22046 2 years

The initial Board of Directors shall meet in an organizational meeting and elect officers. The initial Board shall, within two years from the date of incorporation, hold an election for the purpose of filling the offices of the two (2) Directors to be elected by the membership.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Corporation shall be located in the City of Falls Church, Virginia.

ARTICLE VIII - REGISTERED OFFICE/AGENT

The initial registered office of the Corporation shall be located at Suite B-2, 207 Park Avenue, Falls Church, Virginia 22046. The registered office is in the City of Falls Church. The registered agent at such address shall be David R. Lasso, a resident of Virginia and a member of the Virginia State Bar.

ARTICLE IX - INCORPORATORS

The names and residences of the incorporators are as follows:

Joseph D. Romer
304 N. Virginia Avenue
Falls Church, Virginia 22046

W.S.W.

W.
N. Scott Wilber
600 Dorchester Road
Falls Church, Virginia 22046

Daniel M. Arons
312 W. Columbia Street
Falls Church, Virginia 22046

ARTICLE X - DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the assets of the Corporation shall rest in the City of Falls Church for a public purpose.

SIGNED this 4th day of October, 1983,
by the undersigned incorporators.

Joseph D. Romer

Joseph D. Romer

W. Scott Wilber

W. S. Scott Wilber *W.S.W.*

Daniel M. Arons

Daniel M. Arons